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The following constitutes the order of the Court.

Signed: July 8, 2023

William J. Lafferty, III  
U.S. Bankruptcy Judge

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*Proposed Counsel for the Official Committee of  
Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION**

In re:

THE ROMAN CATHOLIC BISHOP OF  
OAKLAND, a California corporation sole,

Debtor.

Case No. 23-40523 WJL

Chapter 11

**ORDER AUTHORIZING RETENTION  
OF LOWENSTEIN SANDLER LLP AS  
LEAD COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED  
CREDITORS OF THE ROMAN  
CATHOLIC BISHOP OF OAKLAND,  
EFFECTIVE AS OF MAY 30, 2023**

Upon the Application, dated June 27, 2023 (the "Application"),<sup>1</sup> of the Official Committee of Unsecured Creditors of the Roman Catholic Bishop of Oakland (the "Committee") pursuant to

<sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

1 section 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2014(a)  
2 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for authority to  
3 retain Lowenstein Sandler LLP (“Lowenstein”) as lead counsel for the Committee in the above-  
4 captioned chapter 11 case (the “Chapter 11 Case”), effective as of May 30, 2023, as more fully set  
5 forth in the Application; and this Court having jurisdiction to consider the Application and the  
6 relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Order Referring Bankruptcy*  
7 *Cases and Proceedings to Bankruptcy Judges*, General Order 24 and Rule 5011-1(a) of the  
8 Bankruptcy Local Rules for the United States District Court for the Northern District of California  
9 (the “Bankruptcy Local Rules”); and consideration of the Application and the requested relief  
10 being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court  
11 pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been  
12 provided to the parties listed therein, and it appearing that no other or further notice need be  
13 provided; and this Court having reviewed the Application and the declarations of Jeffrey D. Prol,  
14 a partner at Lowenstein, and the Committee Chairperson; and this Court having found and  
15 determined that the relief sought in the Application is in the best interest of the Debtor, its estate,  
16 creditors, shareholders, and all parties in interest; and that the legal and factual bases set forth in  
17 the Application establish just cause for the relief granted herein; and after due deliberation and  
18 sufficient cause appearing therefor,

19 **IT IS HEREBY ORDERED THAT:**

- 20 1. The Application is granted as provided herein.
- 21 2. The Committee is authorized, pursuant to section 1103(a) of the Bankruptcy Code  
22 and Bankruptcy Rules 2014 and 2016, to retain and employ Lowenstein as its counsel in this  
23 Chapter 11 Case, in accordance with Lowenstein’s customary hourly rates, all as set forth in the  
24 Application, effective as of May 30, 2023.
- 25 3. Lowenstein is authorized to render the following professional services:
  - 26 (a) advise the Committee with respect to its rights, duties, and powers  
27 in this Chapter 11 Case;

- 1 (b) assist and advise the Committee in its consultations and  
2 communications with the Debtor concerning administration of this  
Chapter 11 Case;
- 3 (c) assist the Committee in analyzing the claims of the Debtor's  
4 creditors, including negotiating and mediating issues relating to the  
5 value and payment of claims held by the Committee's constituency,  
which is comprised of Survivors;
- 6 (d) assist the Committee in analyzing the Debtor's capital structure;
- 7 (e) assist the Committee in its investigation of the acts, conduct, assets  
8 liabilities, and financial condition of the Debtor and of the operation  
of the Debtor;
- 9 (f) assist the Committee in its investigation of the liens and claims of  
10 the holders of the Debtor's prepetition debt and the prosecution of  
11 any claims or causes of action revealed by such investigation;
- 12 (g) assist the Committee in its analysis of, and negotiations with, the  
13 Debtor or any third party concerning matters related to, among other  
14 things, the assumption or rejection of certain leases of nonresidential  
15 real property and executory contracts, asset dispositions, financing  
of other transactions and the terms of any chapter 11 plans for the  
Debtor and accompanying disclosure statements and related plan  
documents;
- 16 (h) assist the Committee in its analysis of insurance policies procured  
17 by the Debtor and negotiations with the underlying insurers  
concerning all matters related to same;
- 18 (i) assist and advise the Committee as to its communications to  
19 unsecured creditors regarding significant matters in this Chapter 11  
20 Case;
- 21 (j) represent the Committee at hearings and other proceedings;
- 22 (k) review and analyze applications, orders, statements of operations,  
23 and schedules filed with this Court and advise the Committee as to  
their propriety;
- 24 (l) assist the Committee in preparing pleadings and applications as may  
25 be necessary in furtherance of the Committee's interests and  
26 objectives;
- 27 (m) prepare, on behalf of the Committee, any pleadings, including  
28 without limitation, motions, memoranda, complaints, adversary  
complaints, objections, or comments in connection with any of the  
foregoing as may be necessary in furtherance of the Committee's

1 interests and objectives in this Chapter 11 Case, including without  
2 limitation, the preparation of retention applications and fee  
3 applications for the Committee's professionals, including  
4 Lowenstein Sandler; and

- 5 (n) performing such other legal services as may be required or are  
6 otherwise deemed to be in the interests of the Committee in  
7 accordance with the Committee's powers and duties as set forth in  
8 the Bankruptcy Code, Bankruptcy Rules, or other applicable law.

9 4. Lowenstein shall be compensated in accordance with, and will file, interim and  
10 final fee applications for allowance of its compensation and expenses and shall be subject to  
11 sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules,  
12 the Fee Guidelines, and any order of the Court.

13 5. Lowenstein shall be reimbursed for reasonable and necessary expenses as permitted  
14 by the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the Fee Guidelines,  
15 and any order of the Court.

16 6. Lowenstein shall use its best efforts to avoid any duplication of services provided  
17 by any of the Committee's other retained professionals in this Chapter 11 Case.

18 7. Notice of the Application as provided therein is deemed good and sufficient notice  
19 of the Application.

20 8. Notwithstanding anything to the contrary in this Order or the Application, the Court  
21 is not approving the terms and conditions of Lowenstein's employment under 11 U.S.C. § 328(a).

22 9. Lowenstein shall provide reasonable notice to the Debtor and the U.S. Trustee of  
23 any increase of Lowenstein's hourly rates as set forth in the Prol Declaration.

24 10. For the avoidance of doubt, Lowenstein shall not withdraw from representation of  
25 the Committee in this Chapter 11 Case absent Court approval.

26 11. Notwithstanding anything to the contrary in the Application (including paragraph  
27 15 thereof), the Court is not approving any terms of any plan of reorganization at this time.

28 12. To the extent the Application is inconsistent with this Order, the terms of this Order  
shall govern.

1           13.     This Court shall retain jurisdiction to hear and determine all matters arising from  
2 or related to the implementation, interpretation, or enforcement of this Order.

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**Service List**

ORDER